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BASIC AMENDMENT

NEWTELEESIS, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 15, 1999

NEWTELESIS, INC.
2686 NW 41ST STREET
BOCA RATON, FL 33434

SUBJECT: NEWTELESIS, INC.
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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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Karen Gibson
Corporate Specialist

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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ARTICLES OF AMENDMENT

Article I. Name

The name of this Florida corporation is:
NewTelcals, Inc.

Article II. Amendment

The Articles of Incorporation of the Corporation are amended as follows:

Article V of is amended to increase the Corporation's authorized capital and should read as follows:

The Corporation shall have the authority to issue 3,000,000 shares of common stock, per value \$.001 per share.

Article III. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted on
November 10, 1999.

Article IV. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and approved by the shareholders by a vote sufficient for approval of the amendment.

The undersigned executed this document on the date shown below.

NewTelcals, Inc.

By: John Tebes

Name: John Tebes

Title: Chairman of the Board

Date: 11/10/99

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0688

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